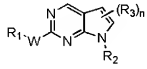
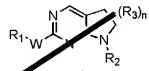
## Amendments to the Claims

This Listing of the Claims will replace all prior versions, and listings, of claims in the application.

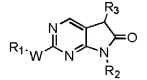
1. (Currently Amended) A compound selected from Formula Ia~~, Ib,~~ and Id:




Ia




Ib




Id

in which:

n is selected from 0, 1 and 2;

W is selected from $–NR_4–$, –S–, –O–, –S(O)– and $–S(O)_2–$; wherein $R_4$ is selected from hydrogen and $C_{1-6}$alkyl;

$R_1$ is selected from $C_{6-10}$aryl-$C_{0-4}$alkyl, $C_{5-10}$heteroaryl-$C_{0-4}$alkyl, $C_{3-12}$cycloalkyl-$C_{0-4}$alkyl and $C_{3-8}$heterocycloalkyl-$C_{0-4}$alkyl; wherein any arylalkyl, heteroarylalkyl, cycloalkylalkyl or heterocycloalkylalkyl of $R_1$ is optionally substituted by 1 to 3 groups ~~radicals~~ independently selected from halo, nitro, cyano, $C_{6-10}$aryl, $C_{5-10}$heteroaryl, $C_{3-12}$cycloalkyl, $C_{3-8}$heterocycloalkyl, $C_{1-6}$alkyl, $C_{1-6}$alkoxy, halo-substituted-$C_{1-6}$alkyl, halo-substituted-$C_{1-6}$alkoxy, $–XNR_5R_5$, $–XNR_5XNR_5R_5$, $–XNR_5XOR_5$, $–XOR_5$, $–XSR_5$, $–XS(O)R_5$, $–XS(O)_2R_5$, $–XC(O)NR_5R_5$, $–XOXR_6$ and $–XC(O)R_6$; wherein X is a bond or $C_{1-6}$alkylene; $R_5$ is selected from hydrogen, $C_{1-6}$alkyl and $C_{3-12}$cycloalkyl-$C_{0-4}$alkyl; and $R_6$ is selected from $C_{3-8}$heterocycloalkyl-$C_{0-4}$alkyl and $C_{5-10}$heteroaryl-$C_{0-4}$alkyl optionally substituted by 1 to 3 groups ~~radicals~~ selected from $C_{1-6}$alkyl and –C(O)OH; wherein any aryl, heteroaryl, cycloalkyl or heterocycloalkyl substituent of $R_1$ is further optionally substituted by 1 to 5 groups ~~radicals~~ independently selected from $C_{1-6}$alkyl and $C_{1-6}$alkoxy;

$R_2$ is selected from $C_{6-10}$aryl-$C_{0-4}$alkyl, $C_{5-10}$heteroaryl-$C_{0-4}$alkyl, and $C_{3-12}$cycloalkyl-$C_{0-4}$alkyl; wherein any arylalkyl, heteroarylalkyl, or cycloalkylalkyl of $R_2$ is optionally

substituted by 1 to 3 groups ~~radicals~~ independently selected from halo, nitro, cyano, $C_{1-6}$alkyl, $C_{1-6}$alkenyl, $C_{1-6}$alkynyl, $C_{1-6}$alkoxy, halo-substituted-$C_{1-6}$alkyl, halo-substituted-$C_{1-6}$alkoxy, $C_{3-8}$heteroaryl$C_{0-4}$alkyl, $-XNR_5R_5$, $-XOR_5$, $-XSR_5$, $-XS(O)R_5$, $-XS(O)_2R_5$, $-XSNR_5R_5$, $-XS(O)NR_5R_5$, $-XS(O)_2NR_5R_5$, $-XC(O)OR_5$, $-XOC(O)R_5$, $-XC(O)R_5$, $-XC(O)NR_5XNR_5R_5$, $-XC(O)NR_5R_5$, $-XC(O)NR_5XC(O)OR_5$, $-XC(O)NR_5XNR_5C(O)R_5$, $-XC(O)NR_5XNR_5C(O)OR_5$, $-XC(O)NR_5XOR_5$, $-XC(O)N(XOR_5)_2$, $-XNR_5C(O)R_5$, $-XC(O)NR_5R_6$, $-XC(O)R_6$, $-XR_7$, $-XC(O)R_7$, $-XR_6$ and $-XC(O)NR_5XR_7$; wherein X is a bond or $C_{1-6}$alkylene; and $R_5$ is selected from hydrogen, $C_{1-6}$alkyl and $C_{3-12}$cycloalkyl-$C_{0-4}$alkyl; $R_6$ is selected from $C_{3-8}$heterocycloalkyl-$C_{0-4}$alkyl and $C_{5-10}$heteroaryl-$C_{0-4}$alkyl optionally substituted by 1 to 3 groups ~~radicals~~ selected from $C_{1-6}$alkyl and $-C(O)OH$; and $R_7$ is selected from halo and cyano;

$R_3$ is selected from halo, hydroxy, $-XSR_5$, $-XS(O)R_5$, $-XS(O)_2R_5$, $-XC(O)R_5$ and $-XC(O)OR_5$; wherein X is a bond or $C_{1-6}$alkylene; and $R_5$ is selected from hydrogen, $C_{1-6}$alkyl and $C_{3-12}$cycloalkyl-$C_{0-4}$alkyl; or a pharmaceutically acceptable salt thereof, ~~and the pharmaceutically acceptable salts, hydrates, solvates, isomers and prodrugs thereof.~~

2. (Currently Amended) The compound of claim 1 in which:

W is selected from $-NR_4-$ and $-O-$; wherein $R_4$ is selected from hydrogen and $C_{1-6}$alkyl;

$R_1$ is selected from $C_{6-10}$aryl-$C_{0-4}$alkyl and $C_{5-10}$heteroaryl-$C_{0-4}$alkyl; wherein any arylalkyl and heteroarylalkyl of $R_1$ is optionally substituted by 1 to 3 groups ~~radicals~~ independently selected from halo, nitro, $C_{5-10}$heteroaryl, $C_{1-6}$alkyl, $C_{1-6}$alkoxy, halo-substituted-$C_{1-6}$alkyl, $-XNR_5R_5$, $-XOR_5$, $-XSR_5$, $-XNR_5XNR_5R_5$, $-XNR_5XOR_5$, $-XC(O)NR_5R_5$, $-XOXR_6$ and $-XC(O)R_6$; wherein X is a bond or $C_{1-6}$alkylene; $R_5$ is selected from hydrogen, $C_{1-6}$alkyl and $C_{3-12}$cycloalkyl-$C_{0-4}$alkyl; and $R_6$ is selected from $C_{3-8}$heterocycloalkyl-$C_{0-4}$alkyl and $C_{5-10}$heteroaryl-$C_{0-4}$alkyl optionally substituted by 1 to 3 groups ~~radicals~~ selected from $C_{1-6}$alkyl and $-C(O)OH$; wherein any heteroaryl substituent of $R_1$ is further optionally substituted by 1 to 5 $C_{1-6}$alkyl groups ~~radicals~~;

$R_2$ is selected from $C_{6-10}$aryl-$C_{0-4}$alkyl and $C_{5-10}$heteroaryl-$C_{0-4}$alkyl; wherein any arylalkyl or heteroarylalkyl of $R_2$ is optionally substituted by 1 to 3 groups radicals independently selected from halo, nitro, cyano, $C_{1-6}$alkyl, $C_{1-6}$alkenyl, $C_{1-6}$alkoxy, halo-substituted-$C_{1-6}$alkyl, $C_{3-8}$heteroaryl$C_{0-4}$alkyl, $-XNR_5R_5$, $-XOR_5$, $-XSR_5$, $-XS(O)_2NR_5R_5$, $-XC(O)OR_5$, $-XOC(O)R_5$, $-XC(O)NR_5XNR_5R_5$, $-XC(O)NR_5XC(O)OR_5$, $-XC(O)NR_5XNR_5C(O)R_5$, $-XC(O)NR_5XNR_5C(O)OR_5$, $-XC(O)NR_5XOR_5$, $-XC(O)N(XOR_5)_2$, $-XNR_5C(O)R_5$, $-XC(O)NR_5R_6$, $-XC(O)R_6$, $-XR_7$, $-XR_6$ and

$-XC(O)NR_5XR_7$; wherein X is a bond or $C_{1-6}$alkylene; and $R_5$ is selected from hydrogen, $C_{1-6}$alkyl and $C_{3-12}$cycloalkyl-$C_{0-4}$alkyl; $R_6$ is selected from $C_{3-8}$heterocycloalkyl-$C_{0-4}$alkyl and $C_{5-10}$heteroaryl-$C_{0-4}$alkyl optionally substituted by 1 to 3 groups ~~radicals~~ selected from $C_{1-6}$alkyl and $-C(O)OH$; and $R_7$ is cyano; and

$R_3$ is selected from halo, hydroxy, $-XC(O)R_5$ and $-XC(O)OR_5$; wherein X is a bond or $C_{1-6}$alkylene; and $R_5$ is selected from hydrogen, $C_{1-6}$alkyl and $C_{3-12}$cycloalkyl-$C_{0-4}$alkyl; or a pharmaceutically acceptable salt thereof.

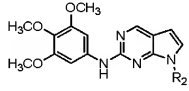
3. (Currently Amended) The compound of claim 1 in which W is selected from –NH– and –O–; and $R_1$ is selected from phenyl, benzyl, 5,6,7,8-tetrahydro-naphthalenyl, benzo[1,3]dioxolyl, 1H-indazol-7-yl, indan-4-yl and 1H-indolyl; wherein any ~~arylalkyl and heteroarylalkyl of~~ $R_1$ is optionally substituted by 1 to 3 groups ~~radicals~~ independently selected from methoxy, methyl, amino, halo, hydroxymethyl, hydroxy, quinoxalinyl, ethyl, pyridinyl, methoxy-phenyl, piperazinyl-carbonyl, ~~ethyl-(2-hydroxy-ethyl)-amino~~ 2-(4-methyl-piperazin-1-yl)-ethoxy, ~~formamyl,~~ isopropyl, methyl-sulfanyl, tri-fluoro-methyl, ethoxy, 3-isopropylamino-propylamino, dimethyl-amino, morpholino, cyclopropyl-methoxy, butoxy, cycloheptyl-oxy and 1,4,5,7-tetramethyl-pyrrolo[3,4-d]pyridazinyl; or a pharmaceutically acceptable salt thereof.

4. (Currently Amended) The compound of claim 1 in which $R_2$ is selected from pyridinyl, phenyl, thiazolyl, pyridinyl-methyl, pyridinyl-ethyl, thiophenyl, benzyl, quinolinyl, 7-oxo-5,6,7,8-tetrahydro-naphthalenyl, naphthyl and pyrimidinyl; wherein any arylalkyl or heteroarylalkyl of $R_2$ is optionally substituted by 1 to 3 groups ~~radicals~~ independently selected from halo, nitro, cyano, methyl, propyl-sulfamoyl, methyl-sulfamoyl, methoxy, methyl-carboxy, ~~2-dimethylamino-ethyl-formamyl,~~ carboxy, amino, cyano-ethyl, cyano-methyl, ethenyl, tri-fluoro-methyl, hydroxy-methyl, ethyl, methyl-sulfanyl, butyl, isobutyl, carboxy-methyl-formamidyl, 1-carboxy-ethyl-formamidyl, carboxy-ethyl, amino-ethyl-formamidyl, amino-propyl-formamidyl, dimethyl-amino-ethyl-formamidyl, dimethyl-amino-propyl-formamidyl, dimethyl-amino-butyl-formamidyl, methyl-formamidyl, ethyl-formamidyl, ethyl-formamidyl-methyl, 2-(2-dimethylamino-ethylcarbamoyl)-ethyl, 2-(2-dimethylamino-formamidyl)-ethyl, 2-(amino-ethyl-formamidyl)-ethyl, 2-(amino-propyl-formamidyl)-ethyl, 2-(propyl-formamidyl)-ethyl, amino-propyl-formamidyl-methyl, 2-(methyl-amino-carbamoyl)-ethyl, 2-(ethyl-amino-carbamoyl)-ethyl, morpholino-ethyl-formamidyl, morpholino-carbonyl-methyl, amino-ethyl-formamidyl-methyl, cyclobutyl-formamidyl, methyl-formamidyl-methyl, dimethyl-formamidyl-methyl, hydroxy-ethyl-formamidyl-methyl, hydroxy-

propyl-formamidyl-methyl, N,N-bis-(3-hydroxy-propyl)-formamidyl, cyclopentyl-formamidyl, isobutyl-formamidyl, isobutyl-formamidyl-methyl, cyclopentyl-formamidyl-methyl, cyano-ethyl-formamidyl, cyano-methyl-formamidyl, pyrrolidinyl-ethyl-formamidyl, 2-(isobutyl-formamidyl)-ethyl, 1H-tetrazolyl, 2-(1H-tetrazol-5-yl)-ethyl, 2-(1H-tetrazol-5-yl)-methyl, 2-(1-methyl-1H-tetrazol-5-yl)-methyl, acetyl-amino, cyclopropyl-formamidyl-methyl, hydroxy-ethyl-formamidyl, hydroxy-propyl-formamidyl, propyl-formamidyl-methyl, ethoxy-propyl-formamidyl, acetyl-amino-ethyl-formamidyl, 1-methyl-piperidin-4-yl-formamidyl, morpholino-carbonyl-ethyl, methoxy-carbonyl-methyl, methoxy-carbonyl-ethyl-formamidyl, methoxy-carbonyl-ethyl-formamidyl-methyl, methoxy-carbonyl-methyl-formamidyl-methyl, methoxy-carbonyl-methyl-formamidyl, 4-amino-cyclohexyl-formamidyl, 4-amino-cyclohexyl-formamidyl-methyl, acetyl-amino-ethyl-formamidyl-methyl, ethoxy-propyl-formamidyl-methyl, methoxy-carbonyl-ethyl, 1-formyl-pyrrolidin-2-yl-carboxylic acid, (1-carboxy-3-methyl-butyl)-formamidyl, 2-(methoxy-carbonyl-methyl-formamidyl)-ethyl, 1-carboxy-(2,2-dimethyl-propyl)-formamidyl, 3-tert-butoxycarbonyl-amino-propyl-formamidyl, acetoxy-methyl and 1-carboxy-ethyl-formamidyl; or a pharmaceutically acceptable salt thereof.

5. (Currently Amended) The compound of claim 1 in which n is 0 or 1; and $R_3$ is selected from halo, hydroxy, –C(O)OH and –C(O)$OCH_3$; or a pharmaceutically acceptable salt thereof.

6. (Currently Amended) The compound of claim 1 of Formula Ig:



Ig

in which $R_2$ is selected from pyridinyl, phenyl, thiazolyl, pyridinyl-methyl, pyridinyl-ethyl, thiophenyl, benzyl, quinolinyl, 7-oxo-5,6,7,8-tetrahydro-naphthalenyl, naphthyl and pyrimidinyl; wherein any arylalkyl or heteroarylalkyl of $R_2$ is optionally substituted by 1 to 3 groups ~~radicals~~ independently selected from halo, nitro, cyano, methyl, propyl-sulfamoyl, methyl-sulfamoyl, methoxy, methyl-carboxy, 2-dimethylamino-ethyl-formamyl, carboxy, amino, cyano-ethyl, cyano-methyl, ethenyl, tri-fluoro-methyl, hydroxy-methyl, ethyl, methyl-sulfanyl, butyl, isobutyl, carboxy-methyl-formamidyl, 1-carboxy-ethyl-formamidyl, carboxy-ethyl, amino-ethyl-formamidyl, amino-propyl-formamidyl, dimethyl-amino-ethyl-formamidyl, dimethyl-amino-propyl-formamidyl,

dimethyl-amino-butyl-formamidyl, methyl-formamidyl, ethyl-formamidyl, ethyl-formamidyl-methyl, 2-(2-dimethylamino-ethylcarbamoyl)-ethyl, 2-(2-dimethylamino-formamidyl)-ethyl, 2-(amino-ethyl-formamidyl)-ethyl, 2-(amino-propyl-formamidyl)-ethyl, 2-(propyl-formamidyl)-ethyl, amino-propyl-formamidyl-methyl, 2-(methyl-amino-carbamoyl)-ethyl, 2-(ethyl-amino-carbamoyl)-ethyl, morpholino-ethyl-formamidyl, morpholino-carbonyl-methyl, amino-ethyl-formamidyl-methyl, cyclobutyl-formamidyl, methyl-formamidyl-methyl, dimethyl-formamidyl-methyl, hydroxy-ethyl-formamidyl-methyl, hydroxy-propyl-formamidyl-methyl, N,N-bis-(3-hydroxy-propyl)-formamidyl, cyclopentyl-formamidyl, isobutyl-formamidyl, isobutyl-formamidyl-methyl, cyclopentyl-formamidyl-methyl, cyano-ethyl-formamidyl, cyano-methyl-formamidyl, pyrrolidinyl-ethyl-formamidyl, 2-(isobutyl-formamidyl)-ethyl, 1H-tetrazolyl, 2-(1H-tetrazol-5-yl)-ethyl, 2-(1H-tetrazol-5-yl)-methyl, 2-(1-methyl-1H-tetrazol-5-yl)-methyl, acetyl-amino, cyclopropyl-formamidyl-methyl, hydroxy-ethyl-formamidyl, hydroxy-propyl-formamidyl, propyl-formamidyl-methyl, ethoxy-propyl-formamidyl, acetyl-amino-ethyl-formamidyl, 1-methyl-piperidin-4-yl-formamidyl, morpholino-carbonyl-ethyl, methoxy-carbonyl-methyl, methoxy-carbonyl-ethyl-formamidyl, methoxy-carbonyl-ethyl-formamidyl-methyl, methoxy-carbonyl-methyl-formamidyl-methyl, methoxy-carbonyl-methyl-formamidyl, 4-amino-cyclohexyl-formamidyl, 4-amino-cyclohexyl-formamidyl-methyl, acetyl-amino-ethyl-formamidyl-methyl, ethoxy-propyl-formamidyl-methyl, methoxy-carbonyl-ethyl, 1-formyl-pyrrolidin-2-yl-carboxylic acid, (1-carboxy-3-methyl-butyl)-formamidyl, 2-(methoxy-carbonyl-methyl-formamidyl)-ethyl, 1-carboxy-(2,2-dimethyl-propyl)-formamidyl, 3-tert-butoxycarbonyl-amino-propyl-formamidyl, acetoxy-methyl and 1-carboxy-ethyl-formamidyl; or a pharmaceutically acceptable salt thereof.

7. (Currently Amended) A pharmaceutical composition comprising a therapeutically effective amount of a compound of Claim 1, or a pharmaceutically acceptable salt thereof, in combination with a pharmaceutically acceptable excipient.

8.-12. (Cancelled).

13. (New) A compound selected from: